

FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Great Atlantic Resources Corp. (“**Great Atlantic**” or the “**Company**”)
888 Dunsmuir Street, Suite 888
Vancouver, BC V6C 3K4

2. **Dates of Material Changes**

October 25, 2024

3. **News Release**

A news releases was issued and disseminated on October 25, 2024 and filed on SEDAR (www.sedar.com).

4. **Summary of Material Change**

Great Atlantic Resources Corp. has closed a hard dollar financing.

5. **Full Description of Material Change**

5.1 Full Description of Material Change:

Great Atlantic Resources Corp. has closed the hard-dollar portion of its non-brokered private placement, previously announced on Sept. 3, 2024, and Oct. 21, 2024. A total of four million units at a price of five cents per unit for gross proceeds of \$200,000 were issued. The units of the financing comprise one common share and one-half share purchase warrant. Each whole warrant will entitle the holder to purchase one additional non-flow-through common share at the price of 15 cents for 36 months after closing. The term of the warrants may be accelerated in the event that the issuer's shares trade at or above a price of 20 cents per share for a period of 10 consecutive days. In such case of accelerated warrants, the issuer may give notice, in writing or by way of news release, to the subscribers that the warrants will expire 20 days from the date of providing such notice.

The net proceeds from the offering will be used for general working capital. No finders' fees were paid. All securities issued in connection with the offering will be subject to a hold period of Feb. 26, 2025.

The closing of the private placement financing is subject to final TSX Venture Exchange approval.

5.2 Disclosure for Restructuring Transactions:

Not applicable.

6. **Reliance on subsection 7.1(2) of National Instrument 51-102:**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

The name and business telephone number of an executive officer of the Company who is knowledgeable about the material change and this material change report is:

Mr. Christopher R. Anderson
President, CEO, Director
604-488-3900

9. **Date of Report**

October 25, 2024